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July 31, 1989

RECORDATION NO

FILED 1423

AUG 1 1989 -2 50 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and three copies of an Instrument of Satisfaction and Release dated as of May 26, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to a Conditional Sale Agreement dated as of September 1, 1974 among Louisville and Nashville Railroad Company, Fifth Third Leasing Company and General Motors Corporation (Electro-Motive Division) and a Conditional Sale Agreement dated as of September 1, 1974 among Louisville and Nashville Railroad Company, Fifth Third Leasing Company and General Electric Company, which were filed and recorded on November 21, 1974 under Recordation Numbers 7725 and 7725-A, respectively.

The name and address of the party executing the enclosed document are:

American Security and Trust Company, as Agent
1501 Pennsylvania Avenue, N.W.
Washington, D.C. 20013

The railroad equipment covered by the enclosed document is all units subject to the above described Conditional Sale Agreements dated as of September 1, 1974

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

CT. Kappler
A. C. Carter


Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
July 31, 1989
Page Two

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Full and complete release dated as of May 26, 1989

Very truly yours,


Charles T. Kappler

Enclousres

RECORDATION NO. 7725-29
AUG 1 1989 -2 50 PM
FILED 1425
INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of 20, 1989, executed by American Security and Trust, as agent (the "Agent").

WITNESSETH

WHEREAS, by a Conditional Sale Agreement dated as of September 1, 1974 ("GM-CSA") among General Motors Corporation (Electro-motive Division) ("GM"), The Louisville and Nashville Railroad Company (now known as CSX Transportation, Inc.) ("Railway") and The Fifth Third Leasing Company ("Lessor"), GE agreed to sell to Lessor its interest in 6 EMD model SD40-2 diesel-electric locomotives bearing the Railway's road numbers 3578-3583, inclusive (the "GM Equipment");

WHEREAS, by a Conditional Sale Agreement dated as of September 1, 1974 ("GE-CSA") among General Electric Company ("GE") (GM and GE are referred to collectively herein as "Vendors"), Railway and Lessor, GE agreed to sell to Lessor its interest in 4 U23-B diesel-electric locomotives bearing the Railway's road numbers 2800, 2801, 2802 and 2804 (the "GE Equipment") (collectively the GE Equipment and the GM Equipment is referred to herein as the "Equipment").

WHEREAS, Vendors assigned their respective rights under the GM-CSA and the GE-CSA to Agent under Agreements and Assignments both dated as of September 1, 1974 ("Assignments");

WHEREAS, by a Lease of Railroad Equipment dated as of September 1, 1974 ("Lease") between Lessor and the Railway, the Lessor leased the Equipment to the Railway subject to the respective rights of the Vendors under the GE-CSA and the GM-CSA and the Agent under the Assignments.

WHEREAS, the GM-CSA and its Assignment were filed and recorded with the Interstate Commerce Commission on November 21, 1974 and assigned Recordation No. 7725;

WHEREAS, the GE-CSA and its Assignment were filed and recorded with the Interstate Commerce Commission on November 21, 1974 and assigned Recordation No. 7725-A.

WHEREAS, the Lessor assigned its rights under the Lease to American Security and Trust Company as Agent under an Assignment of Lease and Agreement ("Lease Assignment") dated as of September 1, 1974;

WHEREAS, the Lease and Lease Assignment were filed with the Interstate Commerce Commission on November 21, 1974 and assigned Recordation No. 7725-B;

WHEREAS, the Lessor repaid to Agent all sums due under the GM-CSA and the GE-CSA, and Agent now wishes to execute this Instru-

ment to evidence for the public record the satisfaction and release of the Equipment from the GM-CSA and the GE-CSA, the Assignments, the Lease and the Lease Assignment.

The Agent does hereby acknowledge and confirm for the public record the satisfaction and release of the Equipment from the CSA, the Assignment, the Lease and the Lease Assignment.

The Agent does hereby release its security interest in the Equipment and transfers to Lessor its security, title and property in and to the Equipment, free of all claims, rights, liens, security interests and other encumbrances created by, or retained under the GM-CSA, the GE-CSA, the Lease and the Lease Assignment.

IN WITNESS WHEREOF, the Agent hereto has executed or caused this Instrument to be executed as of the date first above written.

AMERICAN SECURITY AND TRUST COMPANY,
as Agent

By: Leslie S. Christensen
Title: Vice President

(Corporate Seal)

ATTEST:

Susan Brown

STATE OF District of Columbia
City
COUNTY OF Washington, DC ;

The foregoing instrument was acknowledged before me this 24th day of May, 1989 by Leslie S. Christensen of American Security and Trust Company, as Agent a(n) District of Columbia corporation, on behalf of corporation.

Robin A. Stakko
Notary Public

PLR79/14

My Commission Expires October 14, 1990.